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FLORIDA NON-PROFIT CORPORATION

OAKVIEW PROPERTY OWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
OAKVIEW PROPERTY OWNERS' ASSOCIATION, INC.**

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THE UNDERSIGNED, acting as Incorporator for the purpose of forming a Corporation Not For Profit under and pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for said corporation as follows:

**ARTICLE I
NAME**

The name of this Corporation is OAKVIEW PROPERTY OWNERS' ASSOCIATION, INC.. The Corporation is sometimes referred to herein as the "Association".

**ARTICLE II
MEANING OF TERMS USED HEREIN**

The terms used herein are to have the same meaning as said terms have in the Declaration of Covenants and Restrictions for OAKVIEW PROPERTY OWNERS' ASSOCIATION, INC., which are to be recorded in the Public Records of Martin County, Florida and any subsequent amendments thereto.

**ARTICLE III
INITIAL OFFICE, MAILING ADDRESS, REGISTERED AGENT**

The initial principal office of the Corporation is:

OAKVIEW PROPERTY OWNERS' ASSOCIATION, INC.
15518 SW Osceola Street
Indiantown, Florida 34956

The mailing address of the Corporation is:

P.O. Box 456
Indiantown, Florida 34956

The initial registered agent of the Corporation and the office of the initial registered agent are:

Karen M. Dobbins, Esq.
KOHL & RICHARD, P.A.
50 SE Kindred Street, Suite 107
Stuart, Florida 34994

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ARTICLE IV **PURPOSES**

Section 1. This Corporation is a Not For Profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or Member of the Corporation.

Section 2. The objects and purposes for which this Corporation is organized are as follows:

- a. To establish, maintain, operate and provide all community services of every kind and nature required or desired by the Members, including without limitation those services and functions described in the Covenants.
- b. To provide for enforcement of the Covenants.
- c. To engage such other activities a may be to the mutual benefit of the Members and the owners of lots in Oakview Subdivision.
- d. To make, levy and collect assessments and to expand the proceeds of such assessments and charges for the benefit of its Members.
- e. To contract with others to provide the services, benefits, and advantages desired.
- f. To make, establish and enforce reasonable rules and regulations governing the use of the property owned by the Corporation.
- g. To maintain, repair, replace and operate its property.
- h. To contract for the management of the property owned by it and to delegate to such contractors all powers and duties of the Corporation.
- i. To employ personnel to perform the services authorized by these Articles.
- j. To purchase insurance upon its property for the protection of the Corporation and its Members.
- k. To reconstruct improvements constructed on its property after casualty or other loss.
- l. To make additional improvements on and to its property.
- m. To dedicate all or any portion of its property or any interest therein to public use.
- n. To enforce by legal action the provisions of these Articles, the Bylaws of the Corporation, and the Covenants.

o. To hold title to and maintain the access easements and drainage easements reflected on the recorded Plat of Oakview Subdivision, and to hold title to all other property, real and personal, as it may acquire from time to time, and to sell transfer or mortgage the same.

p. To do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation Not For Profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE V **MEMBERS**

Section 1. The Members of this Corporation shall consist of all owners of lots in Oakview Subdivision, but shall not include mortgagees or other holders of security interests only. The first Board of Directors named in these Articles of Incorporation shall also be Members of the Incorporation until termination of the Class B membership as provided hereinafter.

Section 2. Membership in this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a lot.

Section 3. The Corporation shall have two classes of membership: Class A and Class B.

The Class A Members shall be all persons owning one or more lots.

The Class B Member shall be the Developer.

Class B membership shall terminate at the earlier of:

- (a) at such time as the Class B Member so designates in writing delivered to the Association, or,
- (b) at such time as the Class B Member relinquishes control of the Association to the Class A Members; or,
- (c) three months after ninety (90%) percent of the lots in all phases of the community that will ultimately be operated by the Association have been conveyed to Class A Members.

Each lot shall have one vote. When more than one (1) person holds an ownership interest or interests in any lot, the vote for such lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot. In the event of disagreement among such persons and an attempt by two (2) or more of them cast the vote of a lot, such vote shall not be recognized and the lot shall not be counted for any purpose until the dispute is resolved.

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Until the Class B membership terminates, as provided herein, the Class B Member shall be vested with the sole voting rights in the Corporation, except on such matters as to which the Covenants, these Articles of Incorporation, or the Bylaws of the Corporation specifically require a vote of the Class A Members.

ARTICLE VI **TERM**

This Corporation shall exist perpetually.

ARTICLE VII **DIRECTORS**

The manner in which the directors are elected or appointed shall be in accordance with Florida law and the Bylaws of the Corporation. The initial Directors of the Corporation and their addresses are:

MALCOLM CRABTREE
P.O. Box 355
Stuart, Florida 34995

JIM MCNULTY
P.O. Box 176
Indiantown, Florida 34956

RICHARD E. MEYER
c/o First Bank
224 Wingo Street
Jupiter, Florida 33469

STEPHANIE WELDON
c/o PG&E Generating
P.O. Box 1620
Indiantown, Florida 34956

ARTICLE VIII **OFFICERS**

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the Bylaws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

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MALCOLM CRABTREE, President
JIM MCNULTY, Vice President
RICHARD E. MEYER, Secretary
STEPHANIE WELDON, Treasurer

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his being or having been a Director or Officer of the Corporation or any settlement thereof, whether or not he or she is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE X

DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Director or Officer of the Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Unless agreed to the contrary by seventy-five (75%) of each and every class of Membership, upon dissolution of the Corporation, the assets of the Corporation shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one or more of these or to any one or more non-profit corporations, association, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted to the Corporation. No disposition of the Corporation's assets shall be effective to divest or diminish any right or title of any Member vested in him under the recorded Covenants and Restrictions applicable to such assets unless made in accordance with the provisions of such Covenants and Restrictions

ARTICLE XI

AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of the Class B Member until such Membership shall terminate and thereafter by an affirmative vote of two-thirds (2/3) of the Class A Members of the Corporation entitled to vote.

ARTICLE XII

BYLAWS

The Corporation shall adopt Bylaws governing the conduct of the affairs of the Corporation. The Bylaws shall be altered, amended, or rescinded as provided in the Bylaws by the vote of the Class B Member until such Membership shall terminate and thereafter by the

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affirmative vote of two-thirds (2/3) of the Class A Members of the Corporation present at any annual or special meeting of the Members.

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Karen M. Dobbins, Esq.
KOHL & RICHARD, P.A.
50 SE Kindred Street, Suite 107
Stuart, Florida 34994

IN WITNESS HEREOF, the Incorporator has hereunto set his/her hand and seal and caused these Articles of Incorporation to be executed this 8th day of July, 2002.

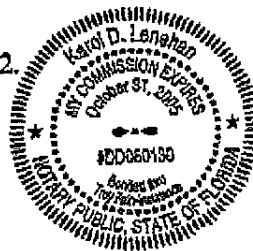
Karen M. Dobbins
KAREN M. DOBBINS, Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

This instrument was acknowledged before me, the undersigned Notary Public, by KAREN M. DOBBINS, as Incorporator, who is ☒ personally known to me or ☐ produced _____ as identification, and executed same for the purposes set forth therein.

Given under my hand and official seal, the 8th day of July, 2002.

Karl D. Leuchan
Notary Public, State of Florida



ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designed in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties.

Karen M. Dobbins
KAREN M. DOBBINS, Registered Agent

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